

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEBRASKA**

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|--|---|-------------------------|
| In re:   | ) |                         |
|  | ) | Chapter 11              |
|  | ) |                         |
| SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et al.</i> , <sup>1</sup> | ) | Case No. 19-80064 (TLS) |
|  | ) |                         |
| Debtors.   | ) | (Jointly Administered)  |
|  | ) |                         |
|  | ) |                         |

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**NOTICE OF REJECTION OF CERTAIN  
EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

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**PLEASE TAKE NOTICE** that on January 17, 2019, the United States Bankruptcy Court for the District of Nebraska (the “Court”) entered an order (the “Procedures Order”) in the above-referenced chapter 11 cases of Specialty Retail Shops Holding Corp. and its affiliated debtors (collectively, the “Debtors”), establishing, among other things, procedures (the “Rejection Procedures”) for the rejection of executory contracts and unexpired leases (the “Contracts”).

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Procedures Order and by this written notice (this “Rejection Notice”), the Debtors hereby provide notice that they have determined, in the exercise of their business judgment, that each Contract set forth on **Exhibit I** attached hereto is hereby rejected effective as of the date (the “Rejection Date”) set forth in **Exhibit I**, or such other date as the Debtors and the counterparty or counterparties to such Contract(s) agree in accordance with the Procedures Order.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation, LLC (4219); Penn-Daniels, LLC (0040); Place’s Associates’ Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); Shopko Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors’ service address is: 700 Pilgrim Way, Green Bay, Wisconsin 54304.

**PLEASE TAKE FURTHER NOTICE** that, parties seeking to object to the proposed rejection of any of the Contracts must file and serve a written objection so that such objection is filed with the Court and is actually received no later than fourteen (14) days after the date that the Debtors served this Notice by the following parties: (i) the Debtors, Specialty Retail Shops Holding Corp., 700 Pilgrim Way, Green Bay, Wisconsin, 54304, Attn: Russ Steinhorst, Chief Executive Officer; (ii) counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Patrick J. Nash, Jr., P.C., and Travis Bayer Esq.; Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Steven Serajeddini, Esq. (iii) co-counsel to the Debtors, McGrath North Mullin & Kratz, P.C. LLO, 1601 Dodge St., Omaha, Nebraska 68102, Attn: James Niemeier, Esq.; (iv) the Office of the United States Trustee for the District of Nebraska, 111 South 18th Plaza, # 1125 Omaha, Nebraska 68102, Attn: Jerry Jensen, Esq.; (v) counsel to Wells Fargo Bank, N.A., Otterbourg P.C., 230 Park Avenue, New York, New York 10169, Attn: Chad Simon, Esq.; (vi) proposed counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34<sup>th</sup> Floor, New York, New York 10017, Attn: Robert J. Feinstein and Bradford J. Sandler and Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Blvd., 13<sup>th</sup> Floor, Los Angeles, California 90067, Attn: Jeffrey N. Pomerantz; and (vii) proposed co-counsel to the Committee, Goosmann Law Firm, PLC, The Advent Building, Suite 250, Omaha, NE 68118, Attn: Elizabeth M. Lally, Jeana Goosmann, and Joel Carney (collectively, the “Notice Parties”).

**PLEASE TAKE FURTHER NOTICE** that, absent an objection being timely filed, the rejection of each Contract shall become effective on the Rejection Date set forth in **Exhibit I**, or such other date as the Debtors and the counterparty or counterparties to such Contract(s) agree.<sup>2</sup>

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<sup>2</sup> An objection to the rejection of any particular Contract listed in this Rejection Notice shall not constitute an objection to the rejection of any other contract or lease listed in this Rejection Notice. Any objection to the rejection of any particular Contract listed in this Rejection must state with specificity the Contract to which it is

**PLEASE TAKE FURTHER NOTICE** that, if an objection to the rejection of any Contract is timely filed and not withdrawn or resolved, the Debtors shall file a notice for a hearing to consider the objection for the Contract(s) to which such objection relates. If such objection is overruled or withdrawn, such Contract(s) shall be rejected as of the Rejection Date set forth in **Exhibit I** or such other date as the Debtors and the counterparty or counterparties to such Contract(s) agree in accordance with the Procedures Order.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Procedures Order, if the Debtors have deposited monies with a Contract counterparty as a security deposit or other arrangement, the Contract counterparty may not set off or recoup or otherwise use such monies without further order of the Court, unless the Debtors and the counterparty or counterparties to such Contracts otherwise agree in accordance with the Procedures Order.

**PLEASE TAKE FURTHER NOTICE** that, absent timely objection, any personal property of the Debtors that is listed and described in **Exhibit I** shall be deemed abandoned as of the Rejection Date.

**PLEASE TAKE FURTHER NOTICE** that, to the extent you wish to assert a claim(s) with respect to rejection of your Contract(s), you must do so by the later of: (a) the claims bar date established in these chapter 11 cases, if any; (b) 30 days after the Rejection Date; and (c) any date established by further order of the Court. **FAILURE TO ASSERT SUCH CLAIMS ON TIME WILL RESULT IN SUCH CLAIMS BEING FOREVER BARRED.**

*[Remainder of page intentionally left blank]*

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directed. For each particular Contract whose rejection is not timely or properly objected to, such rejection will be effective in accordance with this Rejection Notice and the Order.

Dated: February 21, 2019  
Omaha, Nebraska

/s/ Lauren R. Goodman

James J. Niemeier (NE Bar No. 18838)

Michael T. Eversden (NE Bar No. 21941)

Lauren R. Goodman (NE Bar No. 24645)

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*Co-Counsel to the Debtors*

**Exhibit I**

**Rejected Contracts**

| <b>Counterparty</b>   | <b>Debtor Counterparty</b>       | <b>Description of Contract<sup>1</sup></b>                    | <b>Abandoned Personal Property</b> | <b>Rejection Date</b> |
|---|----------------------------------|---|------------------------------------|-----------------------|
| Samouly Textile International<br>49 El Mansoura Street.<br>El Mahalla ElKubra,<br>Egypt | ShopKo Stores Operating Co., LLC | Purchase Order #18572918;<br>Purchase Order #18590723         | N/A                                | 2/21/2019             |
| Higi SH LLC<br>150 North Wacker Drive,<br>Suite 1120<br>Chicago, IL 60606               | ShopKo Stores Operating Co., LLC | Lease of Blood Pressure machines                              | N/A                                | 2/21/2019             |
| Anda, Inc.<br>2915 Weston Road<br>Weston, FL 33331                                      | ShopKo Stores Operating Co., LLC | Pharmaceutical Products                                       | N/A                                | 2/21/2019             |
| Keysource Medical Inc.<br>7820 Palace Drive<br>Cincinnati, OH 45249                     | ShopKo Stores Operating Co., LLC | Pharmaceutical Products                                       | N/A                                | 2/21/2019             |
| Integral Division of Smith Drug<br>1500 Commerce Drive<br>Valdosta, GA 31601            | ShopKo Stores Operating Co., LLC | Pharmaceutical Products                                       | N/A                                | 2/21/2019             |
| Infinity Specialty<br>1204 SE 28th Street,<br>Suite 200<br>Bentonville, AR 72712        | ShopKo Stores Operating Co., LLC | Remote Specialty Pharmacy Services                            | N/A                                | 2/21/2019             |
| LDM Group<br>10845 Olive Boulevard<br>Suite 308<br>St. Louis, MO 63141                  | ShopKo Stores Operating Co., LLC | Patient Adherence Mailings                                    | N/A                                | 2/21/2019             |
| TRC<br>3120 March Lane<br>Stockton, CA 95219  | ShopKo Stores Operating Co., LLC | Continuing Education for Pharmacists and Pharmacy Technicians | N/A                                | 2/21/2019             |
| IQVIA<br>3 Parkway North<br>Suite 110N<br>Deerfield, IL 60015                           | ShopKo Stores Operating Co., LLC | License Verification  | N/A                                | 2/21/2019             |

<sup>1</sup> The inclusion of a Contract on this list does not constitute an admission as to the executory or non-executory nature of the Contract, or as to the existence or validity of any claims held by the counterparty or counterparties to such Contract.

|   |  |   |     |           |
|---|--|---|-----|-----------|
| Rx Relief<br>740 W. Alluvial<br>Suite 101<br>Fresno, CA 93713                                   | ShopKo Stores<br>Operating Co.,<br>LLC | Contract Pharmacist<br>Labor                            | N/A | 2/21/2019 |
| RPh on the Go<br>5510 Howard Street<br>Skokie, IL 60077   | ShopKo Stores<br>Operating Co.,<br>LLC | Contract Pharmacist<br>Labor                            | N/A | 2/21/2019 |
| Metro RPh<br>100 East Homer Adams<br>Parkway<br>Alten, IL 62002                                 | ShopKo Stores<br>Operating Co.,<br>LLC | Contract Pharmacist<br>Labor                            | N/A | 2/21/2019 |
| Scriptpro<br>5828 Reeds Road<br>Mission, KS 66202   | ShopKo Stores<br>Operating Co.,<br>LLC | Robotic Filling<br>Machine                              | N/A | 2/21/2019 |
| Parata<br>106 Roche Drive<br>Durham, NC 27703   | ShopKo Stores<br>Operating Co.,<br>LLC | Robotic Filling<br>Machine                              | N/A | 2/21/2019 |
| Jackson and Coker<br>300 Old Alabama Road<br>Alpharetta, GA 30022                               | ShopKo Stores<br>Operating Co.,<br>LLC | Collaborative Practice<br>Agreements                    | N/A | 2/21/2019 |
| Parmed Division of<br>Cardinal Health<br>4200 Hyde Park<br>Boulevard<br>Niagara Falls, NY 14305 | ShopKo Stores<br>Operating Co.,<br>LLC | Alternate Generic<br>Supplies                           | N/A | 2/21/2019 |
| Vaxserve<br>54 Glenmaura National<br>Boulevard<br>Suite 301<br>Moosic, PA 18507                 | ShopKo Stores<br>Operating Co.,<br>LLC | Vaccines  | N/A | 2/21/2019 |
| Generics Bidco d/b/a<br>Qualitest<br>130 Vintage Drive<br>Huntsville, AL 35811                  | ShopKo Stores<br>Operating Co.,<br>LLC | Alternate Generic<br>Supplies                           | N/A | 2/21/2019 |
| GSK<br>One Franklin Plaza<br>Philadelphia, PA 19102   | ShopKo Stores<br>Operating Co.,<br>LLC | Preferred Product<br>Agreement                          | N/A | 2/21/2019 |
| Market Touch Media,<br>Inc.<br>5718 Westeheimer Road<br>Suite 980<br>Houston, TX 77057          | ShopKo Stores<br>Operating Co.,<br>LLC | Prescription Outbound<br>Notifications - Exhibit<br>A-1 | N/A | 2/21/2019 |
| Market Touch Media,<br>Inc.<br>5718 Westeheimer Road<br>Suite 980                               | ShopKo Stores<br>Operating Co.,<br>LLC | Mobile Application -<br>Exhibit A-2                     | N/A | 2/21/2019 |

|   |                                  |   |     |           |
|---|----------------------------------|---|-----|-----------|
| Houston, TX 77057   |                                  |   |     |           |
| Market Touch Media, Inc.<br>5718 Westeheimer Road<br>Suite 980<br>Houston, TX 77057                         | ShopKo Stores Operating Co., LLC | SMS Refill Reminders - Exhibit A-5  | N/A | 2/21/2019 |
| Market Touch Media, Inc.<br>5718 Westeheimer Road<br>Suite 980<br>Houston, TX 77057                         | ShopKo Stores Operating Co., LLC | Master Services Agreement   | N/A | 2/21/2019 |
| Moxie Group Inc.<br>8005 Main Street<br>Suite 15<br>Dexter, MI 48130  | ShopKo Stores Operating Co., LLC | Moxie Statement of Work #4, including any amendments  | N/A | 2/21/2019 |
| IBM Corporation<br>Attn: IBM Resiliency Services Contract Operations<br>PO Box 700<br>Suffern, NY 10901-700 | ShopKo Stores Operating Co., LLC | IBM Resiliency Services for Shopko Stores Operating Co. LLC   | N/A | 2/21/2019 |
| Fujitsu America, Inc.<br>2791 Telecom Parkway<br>ME2<br>Richardson, TX 75082                                | ShopKo Stores Operating Co., LLC | Statement of Work #57, a supplement to the Master Agreement for the Supply of Equipment Software and Services No. SHO001 (Loyalty #1) | N/A | 2/21/2019 |
| Fujitsu America, Inc.<br>2791 Telecom Parkway<br>ME2<br>Richardson, TX 75082                                | ShopKo Stores Operating Co., LLC | Statement of Work #58, a supplement to the Master Agreement for the Supply of Equipment Software and Services No. SHO001 (Loyalty #2) | N/A | 2/21/2019 |
| Fujitsu America, Inc.<br>2791 Telecom Parkway<br>ME2<br>Richardson, TX 75082                                | ShopKo Stores Operating Co., LLC | Statement of Work #59, a supplement to the Master Agreement for the Supply of Equipment Software and Services No. SHO001 (Loyalty #3) | N/A | 2/21/2019 |
| Fujitsu America, Inc.<br>2791 Telecom Parkway<br>ME2<br>Richardson, TX 75082                                | ShopKo Stores Operating Co., LLC | Statement of Work #60, a supplement to the Master Agreement for the Supply of   | N/A | 2/21/2019 |

|   |                                  |  |     |           |
|---|----------------------------------|--|-----|-----------|
|   |                                  | Equipment Software and Services No. SHO001 (Loyalty #4)      |     |           |
| MarketTrack LLC/Numerator<br>233 S. Wacker Drive<br>Suite 2105<br>Chicago, IL 60606   | ShopKo Stores Operating Co., LLC | Online competitive pricing for Shopko products               | N/A | 2/21/2019 |
| AlixPartners, LLP<br>909 Third Avenue<br>New York, NY 10022   | ShopKo Stores Operating Co., LLC | Merchant Workbench Data Refresh and Hosting - Ninth Addendum | N/A | 2/21/2019 |
| RETAILDATA, LLC<br>Westmark II<br>1013 W. Broad Street<br>Suite 300<br>Glen Allen, VA 23060   | ShopKo Stores Operating Co., LLC | In-store competitive pricing for Shopko Products             | N/A | 2/21/2019 |
| Cheetah Digital, Inc. f/k/a Experian Marketing Solutions, Inc., an Experian Company<br>72 W. Adams Street<br>Suite 800<br>Chicago, IL 60603 | ShopKo Stores Operating Co., LLC | Cross Channel Marketing Platform Access                      | N/A | 2/21/2019 |
| W yng, Inc.<br>55 W. 21st Street<br>3rd Floor<br>New York, NY 10010   | ShopKo Stores Operating Co., LLC | Digital marketing services                                   | N/A | 2/21/2019 |
| Slalom, LLC, d/b/a Slalom Consulting<br>821 2nd Avenue<br>Suite 1900<br>Seattle, WA 98104   | ShopKo Stores Operating Co., LLC | SalesForce Marketing Cloud Implementation                    | N/A | 2/21/2019 |
| Commerce Technologies, LLC<br>ZEN Building<br>201 Fuller Road<br>6th Floor<br>Albany, NY 12203  | ShopKo Stores Operating Co., LLC | Dropship Facilitation Service                                | N/A | 2/21/2019 |
| MyRegistry LLC<br>2050 Center Avenue<br>Suite 100<br>Fort Lee, NJ 07024   | ShopKo Stores Operating Co., LLC | Online Wedding Registry                                      | N/A | 2/21/2019 |
| IBM Corporation<br>3039 Cornwallis Road   | ShopKo Stores Operating Co., LLC | Analytic tracking for website                                | N/A | 2/21/2019 |



|  |  |   |                    |           |
|--|--|---|--------------------|-----------|
| Research Triangle Park,<br>NC 27709  |  |   |                    |           |
| A2Z Design<br>103 W. College Avenue<br>Suite 905<br>Appleton, WI 54911             | ShopKo Stores<br>Operating Co.,<br>LLC | Optical Positioning and<br>New Brand<br>Development | N/A                | 2/21/2019 |
| 1010Data<br>750 Third Avenue<br>4th Floor<br>New York, NY 10017                    | ShopKo Stores<br>Operating Co.,<br>LLC | Enterprise Analytics<br>Platform                    | N/A                | 2/21/2019 |
| H2O Furnishings, LLC<br>3100 W. Higgins Road<br>Hoffman Estates, IL<br>60169       | ShopKo Stores<br>Operating Co.,<br>LLC | Furniture   | All Units Produced | 2/21/2019 |
| Tianjin Qianbayi<br>Furniture<br>No. 88 Fuan Road<br>Nancaisun<br>Tianjin<br>China | ShopKo Stores<br>Operating Co.,<br>LLC | Furniture   | All Units Produced | 2/21/2019 |
| Novo Nordisk<br>800 Scudders Mill Road<br>Plainsboro, NJ 08536                     | ShopKo Stores<br>Operating Co.,<br>LLC | MSA for Trade<br>Promotional Funds                  | N/A                | 2/21/2019 |
| Zydus<br>73 Route 31 North<br>Pennington, NJ 08534                                 | ShopKo Stores<br>Operating Co.,<br>LLC | Product Purchase                                    | N/A                | 2/21/2019 |
| Upsher Smith<br>6701 Evenstad Drive<br>Maple Grove, MN 55369                       | ShopKo Stores<br>Operating Co.,<br>LLC | Rebate for<br>Testosterone                          | N/A                | 2/21/2019 |
| Scriptcycle<br>4010 Commercial<br>Avenue<br>Northbrook, IL 60062                   | ShopKo Stores<br>Operating Co.,<br>LLC | Hazardous Waste                                     | N/A                | 2/21/2019 |

